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**TRAILER TRAIN
COMPANY**

No.

101 NORTH WACKER DRIVE · CHICAGO, ILLINOIS 60606

(312) 853-3223

Date JUN. 11. 1986.....

Fee \$ 10.00.....

DIRECT LINE: (312) 984-3821

T. D. MARION

DIRECTOR - EQUIPMENT FINANCING
AND ASSISTANT TREASURER

100 Washington D. C.

June 10, 1986

Rec No 14797-E

Honorable James H. Bayne
Office of the Secretary
Interstate Commerce Commission
12th & Constitutional Ave., NW
Room 2215
Washington, DC 20423

FEDERAL EXPRESS

RECORDATION NO. 14797-E Filed 1425

JUN 11 1986 - 10 30 AM

Dear Mr. Bayne:

INTERSTATE COMMERCE COMMISSION

Submitted herewith for filing and recording under 49 U. S. C.
Section 11303(a) and the regulations promulgated thereunder are four
(4) fully executed copies of the following document:

Manufacturing Agreement Supplement No. 5
dated as of June 1, 1986, a secondary document,
supplementing the Manufacturing Agreement
dated as of May 7, 1985, between Thrall Car
Manufacturing Company and Trailer Train
Company

Parties to this transaction are as follows:

Trailer Train Company (Purchaser)
101 North Wacker Drive
Chicago, Illinois 60606

Thrall Car Manufacturing Company (Manufacturer)
26th and State Street
Chicago Heights, Illinois 60411

The general description of the equipment is as follows:

<u>TYPE</u>	<u>AAR Mechanical Designation</u>	<u>Number of Units</u>	<u>Marked*</u>	<u>Numbered</u>	<u>Contract</u>
5-platform artic- ulated doublestack	FC	20	DTTX	62240-62259	T-5085-T
container-well cars		40	DTTX	62200-62239	T-3085-T

* All units will have marked on each side the following legend,
"Ownership Subject to a Security Agreement Filed with the Interstate
Commerce Commission".

C. D. Kowalski

Honorable James H. Bayne
June 10, 1986
Page Two

Enclosed is our check in the amount of \$10.00 to cover filing fees.

Prior recordations relating to this Supplement No. 4 being recorded are as follows:

- (1) Manufacturing Agreement dated May 7, 1985, recorded on October 2, 1985, at 12:45 p.m., recordation number 14797; and
- (2) Manufacturing Agreement Supplement No. 1 dated August 20, 1985, recorded October 2, 1985, at 12:45 a.m., recordation number 14797-A;
- (3) Manufacturing Agreement Supplement No. 2 dated December 16, 1985, recorded December 23, 1985, at 10:35 a.m., recordation number 14797-B; and
- (4) Manufacturing Agreement Supplement No. 3 dated January 27, 1986, recorded February 4, 1986, at 10:55 a.m., recordation number 14797-C.
- (5) Manufacturing Agreement Supplement No. 4 dated April 28, 1986, recorded May 2, 1986, at 10:20 a.m., recordation number 14797-D.

A short summary of the Manufacturing Agreement Supplement No. 3 to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 5 covering 60 5-platform container-well cars numbered 62200-62259."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts to the undersigned or bearer.

Very truly yours,



T. D. Marion
Director - Equipment Financing
and Assistant Treasurer

TDM:kkb
Enclosures

JUN 11 1986 -10 30 AM

MANUFACTURING AGREEMENT INTERSTATE COMMERCE COMMISSION SUPPLEMENT #5, dated as of June 1, 1986, between THRALL CAR MANUFACTURING COMPANY (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of May 7, 1985, which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, The parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

THRALL CAR MANUFACTURING COMPANY

By:

George S. McHally
Vice President

(Corporate Seal)

ATTESTATION:

John Higgins
Secretary Assistant Secretary

TRAILER TRAIN COMPANY

By:

Robert J. Jannetta
Vice President and Treasurer

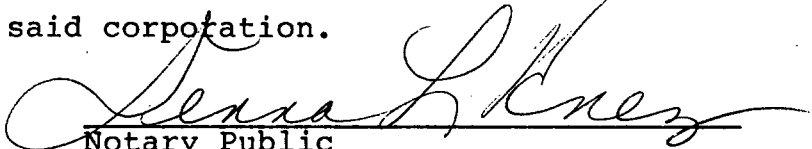
(Corporate Seal)

ATTESTATION:

Thomas D. Maron
Secretary Assistant Secretary

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 9th day of June, 1986, before me personally appeared G. S. McNally, to me personally known, who, being by me duly sworn, says that he is a Vice President of THRALL CAR MANUFACTURING COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

(NOTARIAL SEAL)

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 9th day of June, 1986, before me personally appeared R. E. Zimmerman, to me personally known, who, being by me duly sworn, says that he is a Vice President and Treasurer of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

(NOTARIAL SEAL)

My Commission Expires November 15, 1988

ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #5

THRALL CAR MANUFACTURING COMPANY
(Manufacturer)

TRAILER TRAIN COMPANY
(Company)

ITEM 1:

<u>Type</u>	<u>Qty.</u>	<u>Company Car Numbers (Including)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month(s) of Delivery</u>	<u>Spec. (Contract Number)</u>
DTTX	10	62240-62249	\$147,985	\$1,479,850	June '86	T-5085-T
DTTX	10	62250-62259	145,885	1,458,850	June '86	T-5085-T
DTTX	40	62200-62239	149,895	5,995,800	June-July '86	T-3085-T

ITEM 2: August 31, 1986

ITEM 3: To be determined

ITEM 4: 26th and State Street, Chicago Heights, Illinois 60411

* 5-unit articulated container well cars, built in accordance with Trailer Train Specification No. 68-43-011586 dated January 15, 1986.